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WC 11-136

Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554

US BANK/FOC AUG 09 2011

In the Matter of )

CONVERSANT TECHNOLOGIES, INC. )

FRN No. 0004973251 )

and )

GLOBAL TEL\*LINK CORPORATION )

FRN No. 0003734985 )

Application for Consent to Transfer Control, Assign  
Assets and/or Transfer Control of Assets pursuant to  
Section 214 of the Communications Act of 1934,  
as Amended )

WC Docket No. \_\_\_\_\_

File No. ITC-T/C- \_\_\_\_\_

JOINT APPLICATION

Conversant Technologies, Inc. ("CTI") and Global Tel\*Link Corporation ("GTL")  
(collectively, the "Applicants"), hereby request approval from the Federal Communications  
Commission (the "Commission") pursuant to Section 214 of the Communications Act of 1934,  
as amended (the "Act"), 47 U.S.C. § 214, and Sections 1.763, 63.03, 63.04, 63.18, and 63.24(e)  
of the Commission's rules, 47 C.F.R. §§ 1.763, 63.03, 63.04, 63.18, and 63.24(e), to transfer  
control of CTI to GTL, including control of CTI's international Section 214 authorization, and  
thereafter to transfer certain CTI assets to GTL (the "Transaction").<sup>1</sup>

<sup>1</sup> *Amendment of Parts 1 and 63 of the Commission's Rules*, 22 FCC Rcd 11398, ¶ 38 (2007) (indicating that asset acquisitions should be treated as assignments under the Commission's international Section 214 rules); *Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, 17 FCC Rcd 5517, ¶ 59 (2002) (finding that asset acquisitions should be treated as transfers of control under the Commission's domestic Section 214 rules).

## **I. REQUEST FOR STREAMLINED TREATMENT OF APPLICATION**

Under Section 63.04(b) of the Commission's rules, the Applicants are filing a combined domestic and international application, and the Applicants respectfully request streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission's rules. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's rules because: (1) the proposed Transaction will result in GTL having a market share in the interstate interexchange market of less than ten percent (10%); (2) GTL will provide competitive telephone exchange services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the Transaction; and (3) neither the Applicants nor any of their affiliates are regulated as dominant with respect to any service. This Application also qualifies for streamlined treatment under Section 63.12 of the Commission's rules because: (1) GTL is not affiliated with a dominant foreign carrier; (2) as a result of the transaction, GTL will not be affiliated with any foreign carrier as defined in the Commission's rules; and (3) none of the other scenarios outlined in Section 63.12(c) of the Commission's rules apply.

## **II. APPLICANTS**

### **A. Conversant Technologies, Inc. (FRN: 0004973251)**

CTI is a Texas corporation with headquarters located at P.O. 865081, Plano, Texas 75075. CTI has authority to provide interstate and international telecommunications services.<sup>2</sup> CTI also provides or is authorized to provide inmate telephone services to correctional facilities in Alabama, Arkansas, Florida, Georgia, Indiana, Kansas, Kentucky, Louisiana, Maine, Michigan, Mississippi, Missouri, New Mexico, North Carolina, Northern Mariana Islands, Ohio, Oklahoma, Tennessee, Texas, and Wisconsin.

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<sup>2</sup> IB File No. ITC-214-20010817-00440; FCC Filer ID No. 825760.

**B. Global Tel\*Link Corporation (FRN: 0003734985)**

GTL is a Delaware corporation with headquarters located at 12021 Sunset Hills Road, Suite 100, Reston, Virginia 20190. GTL has authority to provide interstate and international telecommunications services.<sup>3</sup> In addition, GTL either offers service or is certificated to offer telecommunications services in the District of Columbia and all fifty (50) states with the exception of Alaska. GTL specializes in the provision of managed inmate communications services and manufactures equipment used in correctional facilities.

**III. DESCRIPTION OF THE TRANSACTION**

On July 25, 2011, GTL and the owner of CTI entered into a Stock Purchase Agreement (the "Agreement"). Pursuant to the Agreement, the current shareholder of CTI will transfer all of his shares of CTI to GTL. As a result, CTI will become a wholly owned subsidiary of GTL, and GTL will acquire direct control of CTI. For the Commission's convenience, pre- and post-Transaction corporate organizational structure charts depicting the transfer of control are provided as Exhibit B. Consummation of the Transaction is contingent on, among other things, receipt of the necessary regulatory approvals.

The initial phase of the proposed Transaction – transfer of control of CTI from CTI's present owner to GTL through the sale of stock – does not involve any assignment of licenses or customers. All current customers of CTI will continue to be served by CTI pursuant to its existing international Section 214 license and blanket domestic Section 214 authorization. This phase of the Transaction will be transparent to customers who will continue to receive their existing services at the same or similar rates, terms and conditions without any immediate changes.

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<sup>3</sup> IB File No. ITC-214-19970128-00044; FCC Filer ID No. 809240.

At some time subsequent to consummation of the transfer of control, CTI will transfer all or substantially all of its assets related to the provision of telecommunications services, including customers, customer agreements and contracts, vendor agreements and contracts, intellectual property, and promotional materials (collectively, "Assets") to GTL. Once the CTI Assets are transferred to GTL, current CTI customers will receive service from GTL pursuant to the same or similar rates, terms, and conditions without any immediate changes. GTL and CTI will provide consumers with any necessary notice as required by 47 C.F.R. § 64.1120(e) prior to completing the assignment of the CTI Assets to GTL. Once all CTI customers are transferred to GTL and CTI no longer needs its authorizations for operational or billing purposes, CTI will cancel its domestic registration and surrender its international Section 214 authority.

#### **IV. PUBLIC INTEREST STATEMENT**

Approval of the Transaction is in the public interest because it will enhance economic efficiency by enabling GTL to expand its own business and achieve economies of scale. These benefits will strengthen GTL's ability to expand its offerings and services to a broader customer base. Further, the proposed Transaction will enable GTL to strengthen its competitive position to the benefit of consumers and the telecommunications marketplace. As a competitive provider of inmate telephone services, GTL will provide customers the positive benefit of access to existing and new product offerings.

The proposed Transaction will be conducted in a manner that will be transparent to current customers of CTI with respect to the transfer of control and will result only in a change in the name of their service provider once the CTI Assets are ultimately transferred to GTL. Following the Asset transfer, GTL will provide previously served CTI customers with the same service quality they have come to expect and all billing will be handled by GTL. After the Asset

transfer, GTL will provide high-quality communications services to existing CTI customers without interruption and without immediate change in rates, terms or conditions. GTL will, however, provide any necessary notice to current CTI customers pursuant to 47 C.F.R. § 64.1120(e). The Transaction will be transparent to customers and will not have a negative impact on the public interest, services to customers, or competition.

**V. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE COMMISSION'S RULES**

In support of this Application, the Applicants submit the following information pursuant to Section 63.24(e) of the Commission's rules, which is the information requested in paragraphs (a)-(d) and (o)-(p) of Section 63.18 for both Applicants and the information requested in paragraphs (h)-(n) of Section 63.18 for GTL.

**(a) Name, address, and telephone number**

Transferor

Conversant Technologies, Inc.  
P.O. Box 865081  
Plano, Texas 75086  
972-964-7010 (telephone)  
972-801-1518 (facsimile)  
FRN: 0004973251

Transferee

Global Tel\*Link Corporation  
12021 Sunset Hills Road  
Suite 100  
Reston, VA 20190  
703-955-3915 (telephone)  
703-435-0980 (facsimile)  
FRN: 0003734985

**(b) Citizenship**

CTI is a Texas corporation, and GTL is a Delaware corporation.



(c) **Correspondence concerning this Application should be sent to (Answer to IBFS Main Form Question 10):**

For Conversant Technologies, Inc.:	For Global Tel*Link Corporation:
Wendy M. Creeden Sullivan & Worcester LLP 1666 K Street, NW Washington, DC 20006 202-370-3929 (telephone) 202-293-2275 (facsimile) wcreeden@sandw.com	Chérie R. Kiser Cahill Gordon & Reindel LLP 1990 K Street, NW, Suite 950 Washington, D.C. 20006 202-862-8950 (telephone) 866-255-0185 (facsimile) ckiser@cahill.com

(d) **International Section 214 Authorizations (Answer to IBFS Main Form Question 10)**

CTI holds blanket domestic interstate Section 214 authority and global or limited global Section 214 authority to provide international resale services.<sup>4</sup> GTL holds blanket domestic interstate Section 214 authority and global Section 214 authority to provide international facilities-based and resale services.<sup>5</sup>

(h) **Ten Percent Greater Interest Holders/Interlocking Directorates (Answer to IBFS Main Form Question 11 and 12).**

The following entities and individuals hold a ten percent (10%) or greater direct or indirect ownership interest in GTL:

*GTEL Holdings, Inc.* GTEL Holdings, Inc., a Delaware corporation whose principal business is telecommunications holdings, owns a one hundred percent (100%) interest in GTL. GTEL Holdings, Inc. is wholly owned by GTEL Acquisition Corp. The address for GTEL Holdings, Inc. is 2609 Cameron Street, Mobile, Alabama 36607.

*GTEL Acquisition Corp.* GTEL Acquisition Corp., a Delaware corporation whose principal business is telecommunications holdings, owns a one hundred percent (100%) interest

<sup>4</sup> IB File No. ITC-214-20010817-00440; FCC Filer ID No. 825760.

<sup>5</sup> IB File No. ITC-214-19970128-00044; FCC Filer ID No. 809240.

in GTEL Holdings, Inc. GTEL Acquisition Corp. is wholly owned by GTEL Holding, LLC. The address for GTEL Acquisition Corp. is 590 Madison Avenue, 41<sup>st</sup> Floor, New York, NY 10022.

*GTEL Holding, LLC.* GTEL Holding, LLC, a Delaware limited liability company whose principal business is telecommunications holdings, owns a one hundred percent (100%) interest in GTEL Acquisition Corp. GTEL Holding, LLC is controlled by a board of managers, including GTL's chief executive officer, managers appointed by The Veritas Capital Fund III, L.P., and managers appointed by GS Direct, L.L.C. GTEL Holding, LLC is majority owned by The Veritas Capital Fund III, L.P. and GS Direct, L.L.C. The remainder of the owners of GTEL Holding, LLC are investment funds, management companies, insurance companies, one or more members of the board of managers of GTEL Holding, LLC, employees of GTL and its subsidiaries, and others, but none hold a ten percent (10%) or greater direct or indirect ownership interest in GTEL Holding, LLC. The address for GTEL Holding, LLC is 590 Madison Avenue, 41<sup>st</sup> Floor, New York, NY 10022.

*The Veritas Capital Fund III, L.P.* The Veritas Capital Fund III, L.P., a private equity investment partnership organized in Delaware, owns an approximately forty-four percent (44%) interest in GTEL Holding, LLC. The Veritas Capital Fund III, L.P.'s sole general partner is Veritas Capital Partners III, L.L.C, a Delaware limited liability company. In addition, investment funds controlled by or affiliated with Credit Suisse Private Equity, Inc. own passive limited partnership interests in The Veritas Capital Fund III, L.P. Robert B. McKeon ("McKeon"), a U.S. citizen, is Veritas Capital Partners III, L.L.C.'s managing member. McKeon also serves as the managing member of Veritas Capital Fund Management, L.L.C. d/b/a Veritas Capital. Veritas Capital is a private equity investment firm headquartered in New York. The

address for The Veritas Capital Fund III, L.P. and Veritas Capital Partners III, L.L.C. is 590 Madison Avenue, 41<sup>st</sup> Floor, New York, NY 10022.

*RDV Corporation.* RDV Corporation, a Michigan corporation whose principal offices are located at 126 Ottawa Avenue NW, Suite 500, Grand Rapids, Michigan 49503, is owned by and serves as the family office of the DeVos family. All of the members of the DeVos Family that own RDV Corporation are U.S. citizens. RDV Corporation is the general partner of RDV Capital Management L.P., a Delaware limited partnership ("RDVCM"), and the manager of Ver-Cap III Investors, LLC, a Michigan limited liability company ("Ver-Cap"). RDVCM and Ver-Cap indirectly own in the aggregate a 2.95% interest in GTEL Holding, LLC via their interests in The Veritas Capital Fund III, L.P. Also, RDV Corporation manages 804 Investors LLC, a Michigan limited liability company ("804 Investors"), and GT Group Investors, LLC, a Michigan limited liability company ("GT Investors"). 804 Investors and GT Investors own 6.42% and 3.14% interests, respectively, in GTEL Holding LLC. The owners of 804 Investors are four trusts established by members of the DeVos family. The owners of GT Investors are 804 Investors and certain senior officers of RDV Corporation.

*Credit Suisse Private Equity, Inc.* Credit Suisse Private Equity, Inc., a Delaware corporation whose principal business is managing private equity funds, indirectly owns an approximately fourteen percent (14%) interest in GTEL Holding, LLC via its interest in The Veritas Capital Fund III, L.P. The address for Credit Suisse Private Equity is 11 Madison Avenue, New York, NY 10010.

*GS Direct, L.L.C.* GS Direct, L.L.C., a Delaware limited liability company, indirectly owns an approximately sixteen percent (16%) interest in GTEL Holding, LLC. GS Direct, L.L.C. invests capital primarily alongside corporate and sponsor clients in situations in which



access to its or its affiliates' capital, relationships, or advisory services can enhance the value of the investment. GS Direct, L.L.C. is wholly owned by The Goldman Sachs Group, Inc. G.S. Direct, L.L.C.'s sole manager is Goldman, Sachs & Co. The address for GS Direct, L.L.C., The Goldman Sachs Group, Inc., and Goldman, Sachs & Co. is 200 West Street, New York, NY 10282.

*The Goldman Sachs Group, Inc.* The Goldman Sachs Group, Inc., a Delaware corporation, provides investment banking, securities, and investment management services primarily to corporations, financial institutions, governments, and high net worth individuals worldwide. The Goldman Sachs Group, Inc. owns one hundred percent (100%) interest in GS Direct, L.L.C and has the right to replace Goldman, Sachs & Co. as the sole manager of GS Direct, L.L.C. The Goldman Sachs Group, Inc. indirectly holds an approximately sixteen percent (16%) interest in GTEL Holding, LLC. Goldman, Sachs & Co. is a New York limited partnership which serves as the principal U.S. broker-dealer for The Goldman Sachs Group, Inc. All limited partner equity interests in Goldman, Sachs & Co. are held by The Goldman Sachs Group, Inc., a bank holding company.

Other than as stated in this Application, no other person or entity owns a ten percent (10%) or greater direct or indirect ownership interest in GTL. Other than ownership of GTL's subsidiaries, DSI-ITI, LLC,<sup>6</sup> Public Communications Services, Inc.,<sup>7</sup> and Value-Added

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<sup>6</sup> IB File No. ITC-214-20100407-00149; FCC Filer ID No. 828195. DSI-ITI, LLC is certificated or is in the process of obtaining certification to offer inmate calling services in Alabama, Arizona, Arkansas, Delaware, Florida, Georgia, Illinois, Iowa, Kentucky, Maine, Maryland, Massachusetts, Michigan, New Hampshire, New Jersey, New Mexico, North Carolina, Northern Mariana Islands, Ohio, Pennsylvania, Rhode Island, Tennessee, Texas, Utah, Virginia, and Wisconsin.

<sup>7</sup> IB File No. ITC-214-19980903-00628; FCC Filer ID 823820. Public Communications Services, Inc. and its subsidiaries Public Communications Services-Michigan, LLC and Public Communications Services-Indiana, LLC provide telecommunications service in the following thirty (30) states: Arizona, California, Colorado, Delaware, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Louisiana, Maine, Michigan, Minnesota, Missouri,

Communications, Inc.,<sup>8</sup> the following ten percent (10%) or greater direct or indirect owners of GTL do not hold any interests in any other telecommunications-related entities: GTEL Holdings, Inc., GTEL Acquisition Corp., The Veritas Capital Fund III, L.P., Veritas Capital Partners III, L.L.C., RDV Corporation, and Credit Suisse Private Equity.

In addition to its ownership of GTL, DSI-ITI, LLC, Public Communications Services, Inc., and Value-Added Communications, Inc., GTEL Holding, LLC is affiliated<sup>9</sup> with the following domestic communications companies in which The Goldman Sachs Group, Inc. has the following approximate interests:

- thirty-six percent (36%) interest in Cequel Communications, LLC, a provider, through its subsidiaries doing business as Suddenlink Communications, of communications, video, and broadband services in Arkansas, California, Idaho, Kentucky, Louisiana, Maryland, Mississippi, Missouri, Nevada, New Mexico, North Carolina, Ohio, Oklahoma, Texas, Virginia, and West Virginia;
- twenty-nine percent (29%) interest in Conterra Ultra Broadband Holdings, Inc., a provider of transport services and broadband Wide Area Networks (“WANs”), Voice over Internet Protocol (“VoIP”) services, distance learning and Internet services to mobile wireless carriers, school districts and enterprises in sixteen states;
- twelve percent (12%) interest in Detel Wireless LLC, which is a provider of transport services and broadband WANs, VoIP services, distance learning and Internet services

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Montana, Nebraska, New Hampshire, New Jersey, New Mexico, New York, Ohio, Oklahoma, Oregon, Pennsylvania, Texas, Vermont, Virginia, Washington, and Wisconsin.

<sup>8</sup> IB File No. ITC-214-19920915-00084 (held under the name Value-Added Comm, Inc.); FCC Filer ID No. 817348 (held under the name Value Added Communication, Inc.). Value-Added Communications, Inc. provides or is authorized to provide inmate telephone services to correctional facilities in all fifty (50) states (with the exception of Alaska, Maine, New Hampshire, Rhode Island, and Vermont) and in Puerto Rico.

<sup>9</sup> As defined in Section 3 of the Communications Act of 1934, 47 U.S.C. § 153(2).

to mobile wireless carriers, school districts and enterprises in Louisiana and Mississippi. Goldman's interest in Detel Wireless LLC is an indirect interest, held through Goldman's twenty-nine percent (29%) interest in Conterra Ultra Broadband Holdings, Inc.;

- eleven percent (11%) interest in CURRENT Group, LLC, a broadband over power line provider that provides VoIP services in the northeastern United States;
- thirty-six percent (36%) interest in Integra Telecom, Inc., a provider, through its own service offerings and those of its subsidiaries,<sup>10</sup> of voice and data services operating in Arizona, California, Colorado, Idaho, Minnesota, Montana, Nevada, North Dakota, Oregon, Utah and Washington. Integra Telecom, Inc., through its subsidiary, Electric Lightwave, LLC, also provides resold long distance services in numerous other states; and
- eleven percent (11%) in DISH Network Corporation which, through subsidiaries, holds a controlling interest in Liberty-Bell Telecom LLC, a competitive local exchange carrier and interexchange carrier that provides service primarily in Colorado, as well as to some customers in New Mexico and Utah. Liberty-Bell Telecom is in the process of obtaining the necessary regulatory operating authority to provide intrastate telecommunications services in each of the remaining eleven states served by Qwest as the incumbent local exchange carrier.

<sup>10</sup>

The following subsidiaries of Integra Telecom, Inc. provide regulated services: Integra Telecom of Idaho, Inc., Integra Telecom of Minnesota, Inc., Integra Telecom of North Dakota, Inc., Integra Telecom of Oregon, Inc., Integra Telecom of Utah, Inc., Integra Telecom of Washington, Inc., Scott-Rice Telephone Company, Electric Lightwave, LLC and Eschelon Telecom, Inc. The following subsidiaries of Eschelon Telecom, Inc. also provide regulated services: Advanced TelCom, Inc., Shared Communications Services, Inc., Oregon Telecom, Inc., Eschelon Telecom of Minnesota, Inc., Eschelon Telecom of Washington, Inc., Eschelon Telecom of Colorado, Inc., Eschelon Telecom of Nevada, Inc., Eschelon Telecom of Arizona, Inc., Eschelon Telecom of Utah, Inc., Eschelon Telecom of Oregon, Inc., Mountain Telecommunications of Arizona, Inc., OneEighty Communications, Inc. and United Communications, Inc. d/b/a UNICOM.

Applicants do not have any interlocking directorates with a foreign carrier,<sup>11</sup> nor will GTL have any such directorates or managers after consummation of the Transaction.

**(i) Foreign Carrier Affiliation Certification (Answer to IBFS Main Form Questions 14-17)**

GTL certifies that it is not a foreign carrier, that it is not affiliated with a foreign carrier as defined under the Commission's rules, and that it will not become affiliated with a foreign carrier as a result of this Transaction.

**(j) Foreign Carrier and Destination Countries (Answer to IBFS Main Form Questions 14-17).**

As evidenced by the signatures to this Application, GTL certifies that upon consummation of the Transaction it will not provide international telecommunications services to any destination country in which: (1) GTL is a foreign carrier in the destination market; (2) GTL controls a foreign carrier in the destination market; (3) any entity that owns more than twenty-five (25%) of GTL, or that controls GTL, controls a foreign carrier in the destination market; and (4) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than twenty-five percent (25%) of GTL and are parties to, or the beneficiaries of, a contractual relationship affecting the provision or marketing of international basic telecommunications services in the United States.

**(k) WTO Membership of Destination Countries (Answer to IBFS Main Form Questions 14-17).**

Not applicable.

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<sup>11</sup> As defined by 47 C.F.R. § 63.09(d).

**(l) International Telecommunications Services (Answer to IBFS Main Form Questions 14-17).**

GTL will not resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country where it is a foreign carrier or is affiliated with a foreign carrier.

**(m) Non-dominant Regulatory Classification (Answer to IBFS Main Form Questions 14-17).**

Not applicable.

**(n) Special Concessions Certification (Answer to IBFS Main Form Question 21).**

As evidenced by the signatures to this Application, GTL has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to adversely affect competition in the U.S. market, and will not enter into such agreements in the future.

**(o) Federal Benefits/Anti-Drug Act of 1988 Certification (Answer to IBFS Main Form Question 25).**

As evidenced by the signatures to this Application, the Applicants certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's rules, that they are not subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. 21 U.S.C. § 862.

**(p) Eligibility for Streamlined Processing (Answer to IBFS Main Form Question 20).**

Applicants request streamlined processing of this Application pursuant to Section 63.12 of the Commission's rules, 47 C.F.R. § 63.12, for the reasons set forth above.

**VI. INFORMATION REQUIRED BY SECTION 63.04(b) OF THE COMMISSION'S RULES**

In accordance with the requirements of Section 63.04(b) of the Commission's rules, the additional information required by Section 63.04(b) of the Commission's rules for transfer of control of assets is provided in Exhibit A.



## VII. CONCLUSION

Based on the foregoing, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

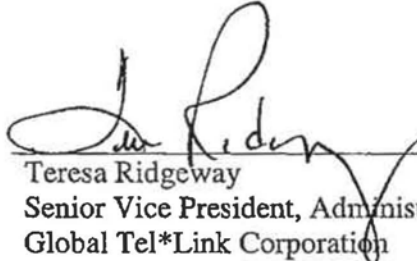
Respectfully submitted,

**CONVERSANT TECHNOLOGIES,  
INC.**

**GLOBAL TEL\*LINK CORPORATION**

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John D. Profanchik  
Conversant Technologies, Inc.  
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ckiser@cgrdc.com

Dated: August 8, 2011

## VII. CONCLUSION

Based on the foregoing, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

**CONVERSANT TECHNOLOGIES,  
INC.**

**GLOBAL TEL\*LINK CORPORATION**

  
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ckiser@cgrdc.com

Dated: August 8, 2011

### Exhibit A

In accordance with the requirements of Section 63.04(b) of the Commission's rules, the Applicants provide the following information in support of their request for approval of the Transaction.

**63.04(a)(6): Description of the Transaction**

The Transaction is described in Section III of the Application.

**63.04(a)(7): Description of Geographic Service Area and Services in Each Area**

A description of the geographic service areas and services provided in each area is described in Section II of the Application.

**63.04(a)(8): Presumption of Non-Dominance and Qualification for Streamlining**

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's rules because: (1) the proposed Transaction will result in GTL having a market share in the interstate interexchange market of less than ten percent (10%); (2) GTL will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the Transaction; and (3) neither the Applicants nor any of their affiliates are regulated as dominant with respect to any service.

**63.04(a)(9): Other Pending Commission Applications Concerning the Proposed Transaction**

None.

**63.04(a)(10): Special Considerations**

None.

**63.04(a)(11): Waiver Requests (If Any)**

None.

**63.04(a)(12): Public Interest Statement**

The Transaction is in the public interest for the reasons detailed in Section IV of the Application.

# Exhibit B

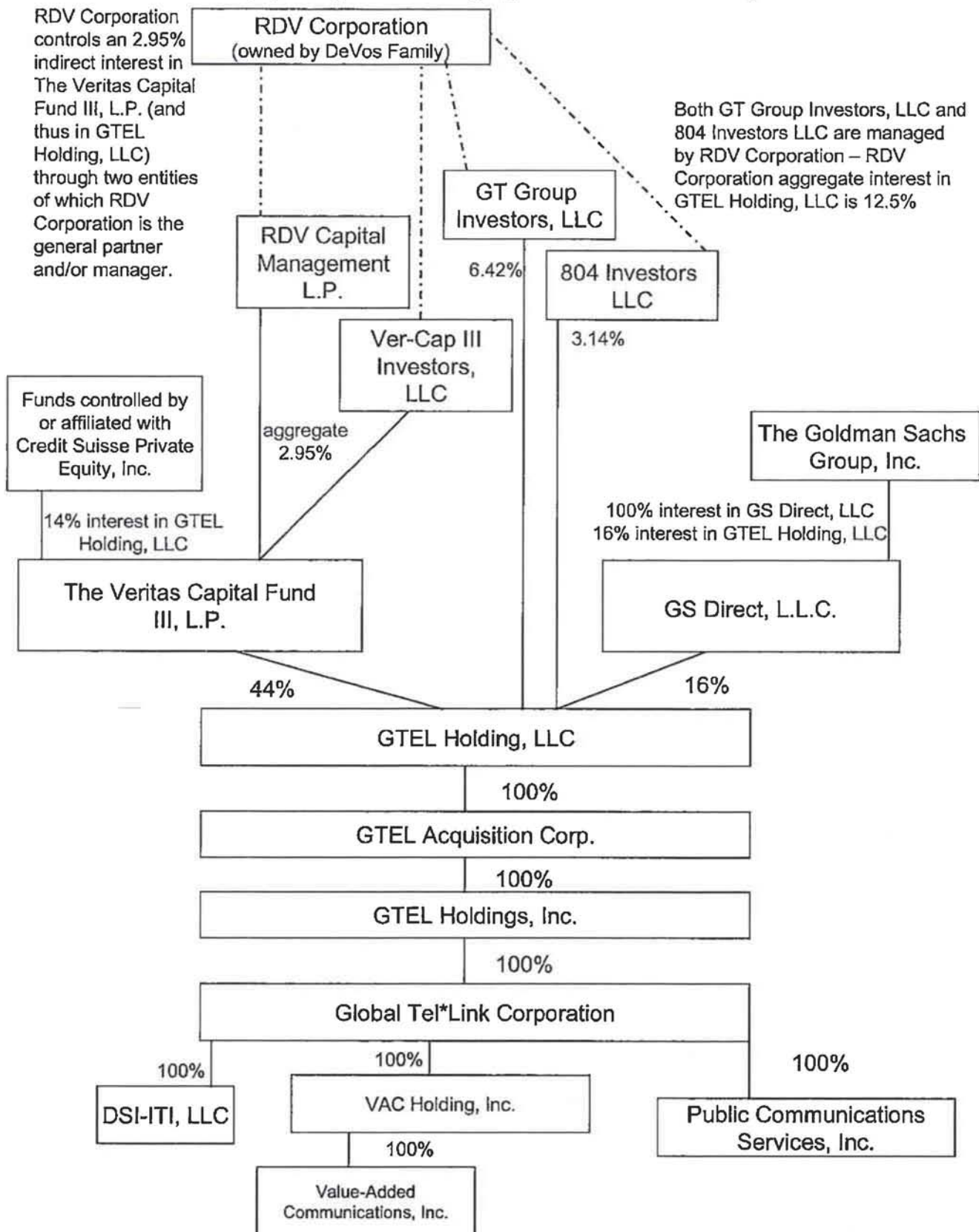
## Organizational Charts

- 1) Global Tel\*Link Corporation Pre-Transaction Organizational Chart
- 2) Conversant Technologies, Inc. Pre-Transaction Organizational Chart
- 3) Global Tel\*Link Corporation Post-Transaction Organizational Chart

# Global Tel\*Link Corporation

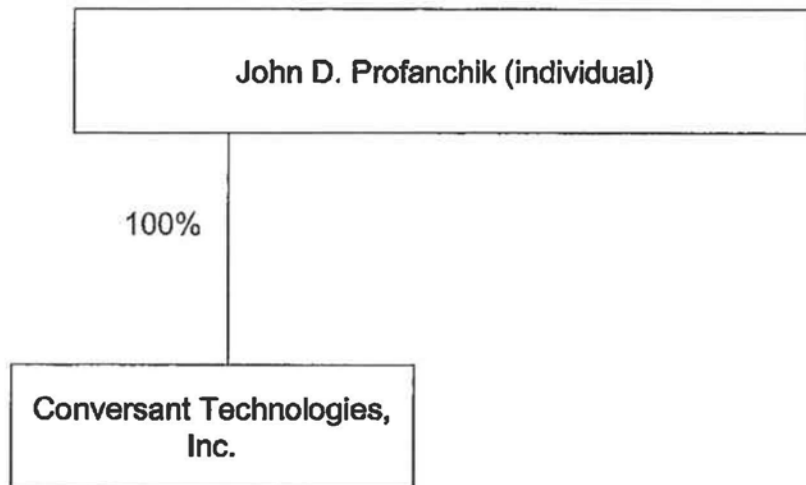
## Pre-Transaction Organizational Chart

(all percentage interests are entity's approximate direct or indirect interest)





# **Conversant Technologies, Inc. Pre-Transaction Organizational Chart**



# Global Tel\*Link Corporation Post-Transaction Organizational Chart

(all percentage interests are entity's approximate direct or indirect interest)

